

RECORDATION NO. 21047-0 FILED

AUG 29 01 10-16 AM
TS
SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

August 28, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination and Release (Amtrak HS-EDC-3), dated as of August 29, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement which was filed with the Board under Recordation Number 21047.

The name and address of the party to the enclosed document are:

Secured Party: Export Development Corporation
151 O'Connor Street
Ottawa, Canada K1A 1K3

[Debtor: National Railroad Passenger
Corporation
60 Massachusetts Avenue, N.E.
Washington, D.C. 20002]

A description of the railroad equipment covered by the enclosed document is:

One (1) Dual-cab Locomotive and High-Speed Trainset Number 16 bearing AMTK reporting marks and road numbers attached hereto.

Mr. Vernon A. Williams
August 28, 2001
Page Two

A short summary of the document to appear in the index is:

Termination and Release by Export Development Corporation
on behalf of National Railroad Passenger Corporation.

Also enclosed is a check in the amount of \$28.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
0Enclosures

AMTRAK TRUST HS-EDC-3

DESCRIPTION OF UNITS

(AMTRAK TRUST HS-EDC-3)

| <u>Equipment Type</u> | <u>Amtrak Equipment Numbers</u> |
|---|--|
| One (1) Dual-Cab, High Horsepower Electric Locomotive manufactured by Bombardier Corporation and Alstom Transportation Inc. | AMTK 653 |
| High-Speed Trainset Number 16 manufactured by Bombardier Corporation and Alstom Transportation Inc., consisting of: | |
| Two (2) Power Cars | AMTK 2012 AMTK 2013 |
| One (1) First Class Car | AMTK 3205 |
| Three (3) Coach Cars | AMTK 3515 AMTK 3550 AMTK 3514 |
| One (1) Bistro Car | AMTK 3313 |
| One (1) End Coach Car | AMTK 3407 |

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**TERMINATION AND RELEASE
(AMTRAK TRUST HS-EDC-3)**

AUG 29 '01 10-16
SURFACE TRANSPORTATION BOARD

This TERMINATION AND RELEASE (AMTRAK TRUST HS-EDC-3) dated as of August 29, 2001 (the "*Termination Agreement*") is made by EXPORT DEVELOPMENT CORPORATION, 151 O'Connor Street, Ottawa, Ontario, Canada K1A 1K3 (hereinafter "*EDC*").

WITNESSETH:

WHEREAS, National Railroad Passenger Corporation ("*Amtrak*"), MBK Rail Finance Corporation, and EDC entered into that certain Loan Agreement, dated as of December 2, 1997 (as amended, modified or supplemented from time to time, the "*1997 Loan Agreement*"), pursuant to which MBK Rail Finance Corporation loaned funds to Amtrak for the purpose of acquiring those passenger rail cars identified on Annex A hereto (collectively, the "*1997 Mortgaged Rail Cars*");

WHEREAS, Amtrak and EDC entered into that certain Security Agreement (Mortgage), dated as of December 2, 1997 (as amended, modified or supplemented from time to time, the "*1997 Security Agreement*"), that was recorded with the Surface Transportation Board (f/k/a the Interstate Commerce Commission) on December 9, 1997 at 10:35 a.m. under Recordation No. 21047, pursuant to which Amtrak granted to EDC a security interest in the 1997 Mortgaged Rail Cars;

WHEREAS, on the date hereof, Wilmington Trust Company, a Delaware banking corporation, not in its individual capacity but solely as owner trustee ("*Owner Trustee*"), under that certain Trust Agreement (Amtrak Trust HS-EDC-3) dated as of November 1, 2000 has made arrangements satisfactory to Amtrak and EDC for the purchase of the Mortgaged Rail Cars;

WHEREAS, on the date hereof, Amtrak has delivered to the Owner Trustee, against receipt of the purchase price therefor, an Amtrak Bill of Sale (Amtrak Trust HS-EDC-3) with respect to the Mortgaged Rail Cars.

NOW, THEREFORE, EDC agrees as follows:

Section 1. Termination and Release of the Mortgaged Rail Cars. All right, title and interest of EDC in and to the Mortgaged Rail Cars, arising from and through the 1997 Security Agreement, is hereby terminated and released.

Section 2. Further Assurances. EDC hereby agrees to execute and deliver to Owner Trustee, at Owner Trustee's cost and expense, such additional instruments, notices, or releases as Owner Trustee may reasonably request to effectuate the foregoing provisions of this Termination and Release.

Section 3. Representations and Warranties. EDC represents and warrants that this Termination Agreement constitutes the legal and valid obligation of EDC, enforceable against EDC in accordance with its terms, and EDC has full authority to terminate and release all of its right, title and interest in and to the Mortgaged Rail Cars.

IN WITNESS WHEREOF, EDC has caused this Termination and Release to be duly executed by its authorized representative as of the day and year first above written.

EXPORT DEVELOPMENT CORPORATION,
As Collateral Agent

By: Chris Timbrell
Name: Chris Timbrell
Title: Financial Services Manger

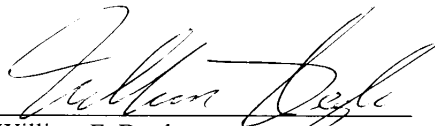
By: Nicolas Delisle
Name: Nicolas Delisle
Title: Financial Services Manger

NOTARIAL CERTIFICATE OF AFFIDAVIT OF EXECUTION

I, William F. Doyle, a notary public in and for the Province of Ontario, Canada, duly appointed, commissioned and sworn, and practicing at 151 O'Connor Street, in the City of Ottawa, in the Province of Ontario, DO HEREBY CERTIFY that:

1. the attached instrument was duly executed on behalf of Export Development Corporation by Nicolas Delisle, Financial Services Manager and Chris Timbrell, Financial Services Manager of the Export Development Corporation at 151 O'Connor Street, Ottawa, Ontario, Canada; and
2. I know the said Nicolas Delisle and Chris Timbrell personally and attest that Nicolas Delisle and Chris Timbrell are both Financial Services Managers of the Export Development Corporation and that the signature "Nicolas Delisle" on the instrument attached hereto is in the proper handwriting of Nicolas Delisle and that the signature "Chris Timbrell" on the instrument attached hereto is in the proper handwriting of Chris Timbrell and that Nicolas Delisle and Chris Timbrell are duly authorized to sign the attached instrument on behalf of the Corporation.

IN TESTIMONY of which I have subscribed my name and affixed my notarial seal at the City of Ottawa, Province of Ontario, this 21st day of August, 2001.

A handwritten signature in cursive script, appearing to read "William F. Doyle", written over a horizontal line.

William F. Doyle

A Notary Public in and for the Province of Ontario
My commission does not expire

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(AMTRAK TRUST HS-EDC-3)

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